

Swannanoa Volunteer Fire Department & Rescue Squad
By- Laws
As Amended September 13, 2011

Article 1 – Name

1 of 4

The name of this corporation as incorporated in the charter is: Swannanoa Volunteer Fire Department & Rescue Squad, Inc.

Article II – Offices

Section 1:

The principal office of this corporation is in Buncombe County, State of North Carolina, and shall be located at 103 South Avenue in the unincorporated area known as Swannanoa, North Carolina 28778 with a Sub Station office that is located at 510 Bee Tree Rd. in Swannanoa.

Section 2:

The Swannanoa Volunteer Fire Department & Rescue Squad Inc. is a non-profit corporation and as such, no member shall have any proprietary interest in this corporation or in any property of this corporation.

Article III – Membership

Section 1: Qualifications

Any person listed in the Buncombe County ad valorem tax abstract as a record owner of real or tangible personal property in the Swannanoa Fire Protection Service District as defined for purposes of G.S. Section 105-273 as amended, shall be considered a bona fide member of this corporation until such time as the member is no longer subject to the aforementioned tax. Where more than one person is listed in the abstract as a record owner, each such person shall be considered a member.

Section 2: Membership Meetings: Annual

An Annual Meeting for the members of this corporation will be held on the 2nd Tuesday of July at 7:00 p.m. at a location in Swannanoa, North Carolina as designated by a public legal notice in a newspaper having a general circulation in the community. This notice shall be published between the 15th and the 21st of June each and every year. The agenda for the Annual Meeting is as stated in Article IV Section 9 of these By-Laws and transact any other business as may be properly brought before the membership. The Board will hold business meetings on the 2nd Tuesday of the month at the Bee Tree Sub Station at 7 p.m. Due to changing circumstances, the time and place of the monthly business meeting is subject to change.

Section 3: Membership Meetings: Special

Any member of the corporation, who desires a Special Meeting of the membership to be called, shall appear before the Board at a monthly business meeting to request a Special Meeting of the membership and state the purpose or purposes for the Special Meeting. If the Special Meeting is not called by the Board of Directors within thirty (30) days, within the next thirty (30) days, the member who desires a Special Meeting of the membership to be called must present to the Chair of the Board a petition setting forth the reason or reasons for calling a Special Meeting of the membership, the business which shall come before the Special Meeting of the membership and said petition shall contain the following legible information: Date of petition, property owner name (printed), property address (printed) and the property owner signature. The Board has sole responsibility of verification of all of the petition information and their decision is final. If the Board determines the verified petition represents at least 10 % of the membership, a Special Meeting of the membership will be called by the Board. A legal public notice will be published in a newspaper having a general circulation in the community stating the time, place and purpose of the Special membership meeting. Any Special Meeting of the membership requires notice to the membership no fewer than 30 days nor more than 60 days prior to the meeting, and no less than 48 hours notice to each local newspaper, local wire service, local radio station and local television station that filed a written emergency meeting notice request with the Board Secretary and whose request includes the newspaper's, wire service's or station's telephone number. At any Special Meeting of the membership, the only business which may be presented to the Board must be that which has been set forth in the validated petition. In the event of a Special Meeting of the membership, the following membership voting rights will be observed:

Section 4: Membership Voting Rights

Any Special Meeting of the membership must have a quorum to take any action whatsoever. A membership quorum must consist of at least 10% of the current membership at the time of the scheduled meeting. Every bona fide member of this corporation, including any non-human entity the name of which appears as a property owner on the tax listing abstract, is entitled to only one vote on each matter voted on by the membership, regardless of the number or type of properties owned and regardless of the number of record owners. All bona fide members must be present to vote on any membership matter as voting by proxy or any other means is not permitted. All bona fide non-human entity members wishing to vote at any membership meeting must vote in person by its authorized officer, at the designated location, and be able to prove their identity as an authorized officer of such non-human entity to the poll taker. If ballots are used, complete all the requested information on the ballot. Any incomplete ballot will be disqualified. Anyone not listed on the Buncombe County Swannanoa Fire Protection District Tax ledgers or whose vote is otherwise challenged by the poll taker may submit their vote and the poll taker will write "provisional" on that ballot. The Swannanoa Fire Department Board Chairperson will make the final decision on each "provisional" ballot and deliver the decision in writing to the provisional voter within 30 days following the close of voting, which decision shall be final and binding on all concerned.

Section 5: Rules of Procedure

All meetings of the membership shall be governed by Rules of Procedure as established from time to time by the Board, which shall conform to the Open Meetings Law, General Statutes Chapter 143, Chapter 33C.

Article IV - Board Directors

Section 1: General Powers

The Board shall have and exercise complete direction and control of all the business, property and affairs of the corporation according to the powers given by its Articles of Incorporation, Corporate By-Laws, North Carolina General Statute 55-A and any other applicable North Carolina Statutes, as lawfully amended from time to time.

Section 2: Number, term, appointment and expectations

- 1) At any one time, there shall be no more than nine Board members.
- 2) When currently sitting Board members current terms expire, the new term will be four years.
- 3) When a presently sitting Board member's current term expires and provided they are willing to serve another term; they must be nominated by another Board member and be approved by a simple majority vote of the Board members present at the Annual Meeting with a quorum present.
- 4) There will be eight Board seats that will carry a 4 year term for each seat and one Board seat for the general public that will carry a two year term. A Nomination Committee consisting of one Executive Board member, one firefighter and one sitting Board member will receive applications from the public for any available Board seat. A public notice will appear in a newspaper of local distribution and will stipulate what is needed from the applicant and when it is due. The Nomination Committee will review all applications and recommend their three top applicants to the Board in an open session of a meeting in which a quorum is present. The Board will give direction to the Nomination Committee in what order the background checks will be administered. An applicant will at a future Board meeting, be recommended by the Nomination Committee to the Board for approval. To be approved, a recommended applicant must receive a favorable simple majority vote at any Board meeting in which a quorum is present. A sitting member in the Public Board seat may apply for another two year term and must receive a favorable simple Majority vote at any Board Meeting in which a quorum is present. Anytime a Board seat is filled at the Annual Meeting, that member will assume that seat at the August business meeting of the Board. If or any reason a Board member is unable or unwilling to continue to serve as a Board member by reason of disability or resignation, or has been removed for just cause as determined by the majority vote of the Board at a meeting in which a quorum of Board members present; the Board shall have the power to appoint someone to serve the remainder of the term or until such time as an excused Board member is able to return. Eligibility for Board membership is limited to natural persons age 18 or over who are members of this corporation and who otherwise qualify under these By-Laws. No full time employee of this fire department shall serve on the Board. There shall not be at any time more than one member of an immediate family simultaneously serving on the Board. The Board definition of an immediate family member is as follows: Mother, Father, Daughter, Son, Brother, Sister, Husband, Wife, or a significant other residing with the Board member. Any bona fide member of this corporation interested in becoming a Board member must submit a signed, dated written application to the attention of the Board Secretary. This application may be mailed to the Swannanoa Volunteer Fire Department, 103 South Ave. Swannanoa NC 28778 or hand delivered to the Secretary of the Board. Prospective new Board members, may be required to submit to a background check as well as confirmation of the prospective Board member's status as a bona fide member of the Corporation. All Board members have one vote on any business matter that calls for a vote by the Board. To be able to vote on any business matter, the Board member must be present at the Board meeting, as voting by proxy or any other means is not permitted. As a Board member, your community in general expects that you will at all times:
 - A) Set a good example to your community by obeying all Federal, State, County and Local laws.
 - B) Treat all members of your community with the utmost of respect.
 - C) Execute the responsibilities given to you by this corporation to the best of your ability.
 - D) Continued support of these and any subsequently amended By-Laws during the term of your service.

Section 3: Criteria For The Removal Of A Board Member

Removal of any Board member must be for just cause and listed below are some but not all examples of just cause.

- A) Any Board member who fails or refuses to submit to or who provides false information on a Release Authorization For Criminal Background Check, or who is or has at any time been convicted of a crime other than an infraction or minor traffic violation, as determined by the majority of the Board, will be subject to immediate removal.
- B) Pending the results of the criminal background check and confirmation of bona fide member status, a Board member may, by majority of the Board, be suspended from voting.
- C) Any Board member who has three unexcused absences from Board meetings in a rolling year or absences from two successive Board meetings without proper notification prior to the start of those two successive Board meetings is subject to removal from the Board. Any Board member, who is unable to attend a Board meeting, must without exception notify a Board officer before the start of any scheduled Board meeting. Failure to do so will result in an unexcused absence for that Board member.

- D) Any Board member found to have acted in violation of the Corporation's Conflict of Interest Policy in effect at the time of the act may, by a majority vote of the Board, be removed.
- E) If any Board member is arrested by any law enforcement agency, the Board member must inform a Board officer within 48 hours of such arrest and all pending charges. Failure or refusal to do so may result in, by a majority vote of the Board, suspension of voting privileges prior to the verdict or removal.
- F) Any action taken by any Board member that is deemed to be detrimental to the integrity of the Corporation will be further investigated and resolved by exoneration or removal by a majority vote of the Board.

Section 4: Officers

At the August business meeting the Board shall elect from its membership, a Chair, Vice Chair, Treasurer and Secretary.

Section 5: Officer Duties

Chair shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board.

Vice Chair shall in the case of death, disability, absence or refusal to act by Chair, perform the duties of the Chair. The Vice Chair shall also perform such other duties as may be assigned by the Board.

Treasurer and/or appointee shall receive and disburse all corporation funds and shall keep an accurate and detailed record of all receipts and disbursements of which is subject to inspection by any Board member at any time. The Treasurer and/or appointee shall directly deposit all corporation funds into such financial institutions whose deposits are insured by the Federal Deposit Insurance Corporation with signature authority as may be designated by the Board. All checks for recurring bills require only one signature. Any non-recurring checks over one Thousand dollars (\$1,000.00) will require two signatures unless approved by the Treasurer. As required by the Board, the Treasurer and/or appointee shall give a bond for the faithful discharge of assigned duties and with such surety or sureties as the Board of Directors shall deem necessary. The cost of such will be paid by the corporation. In the case of death, disability, absence or refusal to act, the Board shall appoint a replacement as soon as possible. In the interim, the Chair may approve and sign any and all checks in place of the Treasurer. The Treasurer shall perform such other duties as may be assigned by the Board.

Secretary shall keep an accurate record of the minutes of all meetings of the Board and shall publish the Board approved minutes of all Board meetings in accordance with all State Statutes. The Secretary shall give public notice of all meetings as required by State Statutes and these By-Laws. The Secretary shall have the responsibility for the custody, maintenance and authentication of all corporate books, records (audio, video or written), papers documents and the Corporate Seal as required by law. In case of death, disability, absence or refusal to act, the Board shall appoint a replacement as soon as possible. The Secretary shall perform such other duties as may be assigned by the Board.

Section 6: Advisory Committee Appointments

At the August business meeting the Board will appoint its members to the following committees: By-Laws, Budget, Nomination, Personnel and any other committees the Board deems necessary. All committees shall act only in an advisory capacity to the Board.

Section 7: Emergency Decision Making

Any Board Officer along with three other Board members may make an emergency decision regarding any situation that may cause harm to this corporation, provided that the delay of the decision would be imprudent. Immediately thereafter, the remainder of the Board must be notified in writing by the presiding Board Officer of the emergency action taken.

Section 8: Board of Director Meetings

Definition of Quorum

A quorum shall consist of a majority of Board members to be present in the same place of the meeting. A quorum is necessary to conduct any business at any meeting. If a quorum is not reached, the members present may schedule a future meeting without a quorum present.

Monthly Business Meetings shall be held without other notice than this By-Law. The Board may provide by resolution the time and place within Buncombe County for the holding of additional business meetings without other notice than by said resolution.

Special Meetings of the Board may be called by at least three (3) members that must include the Chair and the Secretary. The meeting may be held anywhere in Buncombe County, North Carolina. A public notice of this meeting stating the date, time, place and purpose must be given to each local newspaper, local wire service, local radio station and local television station that has filed a written emergency meeting notice request with the Board Secretary and whose request includes the newspaper's, wire service's or station's phone number and be posted on the public bulletin board. This notice must be given at least forty-eight (48) hours before the special meeting takes place. All reasonable attempts must be made to communicate this to all Board members within forty-eight (48) hours.

Emergency Meetings of the Board may be held to deliberate on generally unexpected circumstances that require immediate consideration by the Board. This meeting must be held before forty-eight (48) hours have passed and must have at least five (5) Board members that include at least two (2) executive officers present at such meeting. All reasonable attempts must be made to immediately communicate to all Board members and to each local newspaper, local wire service, local radio station and local television station that has filed a written emergency meeting notice request with the Board Secretary and whose request includes the newspaper's, wire service's or station's telephone number, stating the time, place, purpose and urgency of this meeting.

Section 9: Order of Business

All annual and monthly business meetings shall be conducted in the following manner: Call to Order, Opening Prayer, Secretary's Report, Treasurer's Report, Chief's Report, Auxiliary's Reports, Committee Reports, Designated Business (which will include public comment that limited to one 3 minute session per person per meeting) Old Business, New Business, Adjournment and Closing Prayer.

Section 10: Rules of Procedure

All meeting of the Board shall be governed by Rules of Procedure as established from time to time by the Board, which shall conform to the Open Meetings Law, General Statutes Chapter 143, Chapter 33C.

Article V: Employee Rules and Guidelines

The Board shall adopt a set of rules and guidelines governing the operation of this fire department and the conduct of its members. From time to time these rules and guidelines may be revised, as the Board deems necessary. All members of this fire department, whether paid or volunteer, serve at the pleasure of the Board.

Article VI: Fire Department Officers

Section 1: Duties of the Fire Chief

The Fire Chief shall be responsible the administration and operation of the Swannanoa Volunteer Fire Department. The Fire Chief shall appoint all Fire Department operational officers, define their duties and insure the compliance thereto. The Fire Chief shall be accountable to the Board of this Corporation. The fire Chief shall be responsible for working with any Board appointed committee as assigned. The Fire Chief shall give a monthly operations report to the Board at their monthly business meeting. This report will contain the previous month call activities and any other information as may be required by the Board. The Fire Chief shall promptly report to a Personnel Committee member any complaint or grievance.

Section 2: Duties of the Deputy Chief

In the absence of the Fire Chief, the Deputy Chief shall be responsible for the administration and operation of the Swannanoa Volunteer Fire Department and any other duties as assigned by the Fire Chief.

Section 3: Duties of the Battalion Chief

In the absence of the Fire Chief and the Deputy Chief, the Battalion Chief shall be responsible for the administration and operation of the Swannanoa Volunteer Fire Department and any other duties as assigned by the Fire Chief or the Deputy Chief.

Article VII: Amendments

The rules of Procedure, Conflict of Interest Policy, Standard Operating Guidelines and Employee Conduct Rules may be altered, amended or repealed by the Board of Directors at any Board meeting in which a quorum is present. These By-Laws or any part thereof, may be amended at the pleasure of and by a majority vote of the members of the Board present and voting at any meeting of the Board, provided a quorum is present. Provided, however, a copy of the proposed amendment(s) must be distributed to all Board members and considered as an agenda item at a monthly business meeting of the Board before adoption at a later meeting of the Board. All future board approved amendments to these By-Laws will be entered into the permanent record by the Board Secretary when recording the minutes of the meeting in which these By-Laws were amended.